

**WRITTEN CONSENT  
OF  
THE MANAGER  
OF  
PAXE LATITUDE GP LLC  
THE  
GENERAL PARTNER  
OF  
PAXE LATITUDE, LP**

**Dated: February 20, 2023**

GC Realty Advisors LLC, a Florida limited liability company, the undersigned manager (the “**Manager**”) of Paxe Latitude GP LLC, a New Jersey limited liability company, the general partner of Paxe Latitude LP, a Delaware limited partnership (the “**Company**”), having sole authority to conduct the affairs of the Company, does hereby consent to the adoption of the following resolutions dated as set forth above:

**WHEREAS**, the Manager has reviewed and considered the financial, legal, and condition of the Company and the Company’s business on the date hereof; and

**WHEREAS**, the Manager received, reviewed, and considered the recommendations of Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

**NOW, THEREFORE, IT IS:**

**RESOLVED** that, in the judgment of the Manager, having reviewed and considered the financial condition of the Company, the legal and political issues the Company is faced with, and the Company’s business on the date hereof, that it is desirable and in the best interests of the Company, and its creditors, and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”);

**RESOLVED FURTHER** that David Goldwasser (on behalf of the Manager), be, and are, authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all action that they deem necessary, proper, or advisable to obtain such relief under the Bankruptcy Code;

**RESOLVED FURTHER** that the law firm of A.Y. Strauss LLC be employed as counsel to the Company to represent and assist the Company in carrying out the Company’s duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights, including, the preparation of pleadings and filings in connection with the Chapter 11 Case, the Company is hereby authorized and directed to execute appropriate retention agreements, pay appropriate

retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain services of A.Y. Strauss LLC;

**RESOLVED FURTHER**, that David Goldwasser (on behalf of the Manager) is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters and documents as any of them may deem necessary or advisable to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as the Manager may deem necessary or advisable in connection with any financing arrangement, sale of assets, or any other action deemed to be in the best interest of the Company, its creditors and other interested parties in the discretion of the Manager;

**RESOLVED FURTHER**, that all of the acts and transactions taken by the Manager be, and is, authorized in the name and on behalf of the Company, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified; and

**RESOLVED FURTHER** that this written consent may be executed in any number of counterparts and by facsimile, portable document format, or other reproduction, and such execution shall be considered valid, binding, and effective for all purposes.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned has executed this written consent as of the date first written above.

**PAXE LATITUDE LP**

*a Delaware limited partnership*

**By: Paxe Latitude GP LLC**

*a New Jersey limited liability company,  
its general partner*

**By: GC Realty Advisors LLC**

*a Florida limited liability company,  
its manager*

By: \_\_\_\_\_

Name: David Goldwasser

Title: Member